

RECORDATION NO. 12249-H FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

AUG 7 '98

1-05 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

Fax (202) 393-2156

August 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of Bill of Sale and Partial Release, dated July 31, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Lease Agreement and Security Agreement (GATC Trust #5) which was previously filed with the Commission under Recordation Number 12249.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company
of Connecticut, NA
225 Franklin Street
Boston, Massachusetts 02101

Investor/Vendor: Connecticut General Life Insurance Co.
900 Cottage Grove Road
Hartford, Connecticut 06152

A description of the railroad equipment covered by the enclosed document is:

one (1) railcar GATX 300718

RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 7 1 05 PM '98

Counterparts - J.A.

Mr. Vernon A. Williams
August 7, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

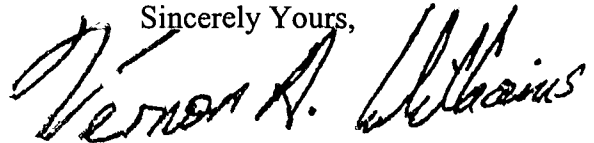
Washington, DC., 20006-2973

DATE: 8/7/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 8/7/98 at 1:05PM ,and
assigned recordation number(s). 12249-H and 12249-I.

Sincerely Yours,



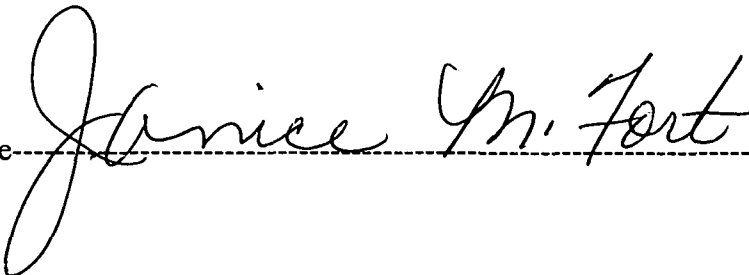
Vernon A. Williams

Enclosure(s)

52.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



BILL OF SALE AND PARTIAL RELEASE AUG 7 '98


1-05 PM

The State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 5 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300718 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledged that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Connecticut General Life Insurance Co., as Investor/Vendor (the "Investor/Vendor") under a Conditional Sale Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Investor/Vendor") between the Lessor and the Investor/Vendor, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledge that the Unit is no longer subject to the Lease.

Dated: 7/30, 1998

State Street Bank and Trust Company
of Connecticut, N.A., not in its individual
capacity, but solely as Lessor

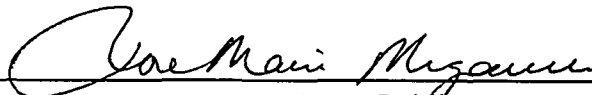
By: 
Title: Assistant Vice President

Connecticut General Life Insurance Co.,
as Investor/Vendor

By: _____
Title: _____

State of Massachusetts)
) SS:
County of Suffolk)

On the 30 day of July, 1998, before me personally appeared Chi Ma, to me known, who being by me duly sworn, says that (s)he is a Asst. Vice-Pres of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

ROSE MARIE MOGAURO
Notary Public
My Commission Expires January 14, 2005

My commission expires:

State of _____)
) SS:
County of _____)

On the ____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Connecticut General Life Insurance Co., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

BILL OF SALE AND PARTIAL RELEASE

The State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 5 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300718 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Connecticut General Life Insurance Co., as Investor/Vendor (the "Investor/Vendor") under a Conditional Sale Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Investor/Vendor") between the Lessor and the Investor/Vendor, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledge that the Unit is no longer subject to the Lease.

Dated: _____, 1998

State Street Bank and Trust Company
of Connecticut, N.A., not in its individual
capacity, but solely as Lessor

By: _____
Title:

Connecticut General Life Insurance Co.,
as Investor/Vendor
BY: CIGNA INVESTMENTS, INC

By: J. R. Kuzemch
Title:

State of _____)
) SS:
County of _____)

On the ____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]


My commission expires:

State of Connecticut)
) SS:
County of Hartford)

On the 3rd day of August, 1998, before me personally appeared James R. Kuzemchak, to me known, who being by me duly sworn, says that (s)he is a Managing Director of Connecticut General Life Insurance Co., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:


Notary Public
DAMARIS S. MANSFIELD
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2000